

264-943-2

Office of the Secretary of State/Corporations Division

NOT FOR PROFIT ARTICLES OF INCORPORATION (Form CN)

We, the undersigned incorporators, hereby associate ourselves together to form and establish a corporation NOT for profit under the laws of the State of Kansas.

2036-02 09-15-1998 13:17:55 2649432 51 NEW CORPORATION \$20.00
DO NOT WRITE IN THIS SPACE

Article One: Name of the corporation:
Overland Park Regional Medical Center, Inc.

Article Two: Address of registered office in Kansas - 32 Corporate Woods, 9225 Indian Creek Parkway, Overland Park, Kansas 66210.

Name of resident agent at the above address - James P. O'Hara.

Article Three: Nature of corporation business or purposes to be conducted or promoted is to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of such purposes and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) for use by such organizations in support of such purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of the foregoing purposes, including, without limitation:

(a) To promote the health of individuals by all means and in all manner authorized by law, including, but not limited to, the rendition of medical and other health services to individuals, the encouragement of manners of living that lead to good health, and owning, leasing and using real and personal property for health care purposes;

(b) To establish and maintain an institution or institutions within the State of Kansas, with permanent facilities that include inpatient beds and medical services to provide diagnosis and treatment for patients, which may include associated facilities and services such as, but not limited to, extended care, outpatient care, physician clinics, medical office buildings, and home care;

(c) To carry on any educational activities related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the board of directors, subject to the approval of the members of the corporation, may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;

(d) To promote and carry on specific research related to the care of the sick and injured insofar as, in the opinion of the board of directors, subject to the approval of the members of the corporation, such research can be carried on within, or in connection with, the institution(s) and facilities of the corporation;

(e) To participate, so far as circumstances may warrant, in any activity designed or carried on to promote the general health of the community; and

(f) To engage in any other lawful act or activity for which corporations may be organized under the laws of the State of Kansas.

Article Four: Will this corporation have authority to issue capital stock? Yes ____ No X

If yes, the total number of shares that this corporation shall be authorized to issue is as follows:

____ shares of ____ stock, class ____ par value of ____ dollars each.

Article Five: The corporation, the board of directors and the member(s) of the corporation shall have the following designations, powers, preferences, rights, qualifications, limitations or restrictions -

(a) Any amendment to the Articles of Incorporation or the Bylaws of the corporation must be approved by both the board of directors of the corporation and the sole member of the corporation.

(b) The corporation shall have all powers conferred by the Kansas General Corporation Code (including any amendments that may be made from time to time) except that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) or as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time).

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(d) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(e) The corporation shall not operate for the purpose of carrying on a trade or business for profit.

(f) Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing them to the sole member, Health Midwest - Overland Park, to be used exclusively for religious, charitable, scientific, literary, or educational purposes, provided the sole member is then qualified under section 501(c)(3) of the Code. If it is not so qualified, its share shall be disposed of by the corporation exclusively for religious, charitable, scientific, literary, or educational purposes, either by direct distribution or by distribution to one or more organizations qualified under section 501(c)(3) of the Code and contributions to which are deductible under section 170(c) of the Code, as the board of directors of the corporation shall determine, subject to approval of the board of directors of Health Midwest - Overland Park. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set forth herein.

Article Six: Are conditions of membership to be fixed by the by-laws? Yes X No

The corporation is a membership corporation. The sole member of the corporation is Health Midwest - Overland Park, a Kansas nonprofit corporation, which shall have the sole vote on all matters requiring a membership vote. The other conditions and rights of membership shall be established in the Bylaws.

Article Seven: Name and mailing address of the incorporator is: Larry J. Bingham, 366 Lakeshore West, Lake Quivira, Kansas 66106.

Article Eight: The name and address of the person to serve as the sole director until the first meeting of the members or until his successor is elected or qualified is as follows:

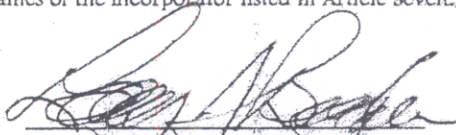
Richard W. Brown
2304 E. Meyer Blvd., Suite A-20
Kansas City, Missouri 64132

Thereafter, the number of directors of the corporation shall be fixed by, or in the manner provided in, the Bylaws.

Article Nine: Is this corporation to exist perpetually? Yes X No ____
If no, the term for which this corporation is to exist _____

In testimony whereof, I have hereunto subscribed my name the 11 day of September, 1998.

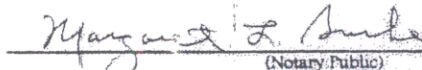
(Signature must correspond exactly to the names of the incorporator listed in Article Seven.)


Larry J. Bingham, Incorporator

State of Missouri)
) ss.
County of Jackson)

Before me a notary public in and for said county and state, personally appeared Larry J. Bingham, who is known to me to be the same person who executed the foregoing Articles of Incorporation and duly acknowledged the execution of the same. In witness whereof, I have hereunto subscribed my name and affixed my official seal, this 11 day of September, 1998.

(Seal)


(Notary Public)

My appointment or commission expires March 27, ²⁰⁰²~~19~~

MARGARET L. BURKE
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
My Commission Expires: Mar. 27, 2002

Submit document in duplicate
with \$75 filing fee to:
Corporations Division
Office of the Secretary of State
2nd Floor, State Capitol, KS 66612-1594
(913) 296-4564

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264.943.2 Secretary of State/Corporation Division Form
Change of Registered Office or Agent RO

We, Kevin J. Hicks, President or Vice President and
Judith A. Vogelsmeier, Secretary or Assistant Secretary of Overland Park Regional Medical Center

a corporation organized and existing under and by virtue of the
 laws of the state of Kansas, do hereby certify
 that at a meeting of the board of directors of said corporation the
 following resolution was duly adopted:

Be it resolved that the Registered Office in the State of
 Kansas of said corporation be changed to:

4711 01-05-26-2000 12:46:13
 2649432
 53-CORPORATION CHANGE
 \$20.00
 Do not write in this space.

Street and Number Town or City County State Zip Code

Be it further resolved that the Resident Agent of said corporation in the state of Kansas be
 changed to:

Shughart Thomson & Kilroy P.C.
 Individual or Kansas Corporation

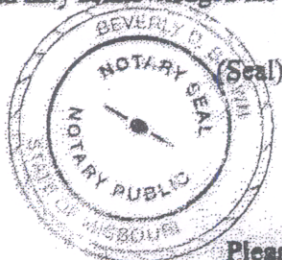
The President and Secretary are hereby authorized to file and record the same in the manner
 as required by law.

Kevin J. Hicks
 President or Vice President

Judith A. Vogelsmeier
 Secretary or Assistant Secretary

State of Missouri
 County of Cass } ss.

Before me, a Notary Public, came Kevin J. Hicks President, Vice President and
Judith A. Vogelsmeier Secretary, Assistant Secretary of the above-named corporation,
 who are known to me to be the persons who executed the foregoing certificate in their official capacities
 and duly acknowledged the execution of the same this 19 day of May, 2000 Year



Beverly D. Brown
 Notary Public

My commission or appointment expires

BEVERLY D. BROWN
 NOTARY PUBLIC STATE OF MISSOURI
 Mon CASS COUNTY Year
 MY COMMISSION EXP. SEPT 3, 2001

Please submit this form in duplicate, with \$20 filing fee, to:
 Ron Thornburgh, Secretary of State, 2nd Floor, State Capitol, 300 S.W. 10th Ave.,
 Topeka, KS 66612-1594, (785) 296-4564

Rev. 4/99